

NEXANS
Société anonyme with a share capital of 44.105.941 euros
Registered office : 4, allée de l'Arche, 92400 Courbevoie, France
393 525 852 RCS Nanterre

(hereinafter the "**Company**")

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| <p>Supplementary report of the Board of Directors on the share capital increase reserved for employees and the share capital increase reserved for Crédit Agricole Corporate and Investment Bank carried out as part of the implementation of the Act 2020 international employee shareholding plan</p> |
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Ladies and Gentlemen, Dear Shareholders,

This supplementary report has been prepared pursuant to Articles L.225-129-5 and R.225-116 of the French Commercial Code on the use made of the delegations of authority granted to the Board of Directors, with the option of sub-delegation, at the Company's Mixed Shareholders' Meeting of May 15th, 2019, in the 25th and 26th resolutions.

This report is therefore prepared within the framework of,

- (i) the share capital increase reserved for eligible employees of Nexans, former employees and corporate officers, and those of French and foreign companies related to it within the meaning of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code, members of the French group savings plan (the "PEGF") or the international group savings plan (the "PEGI") set up by Nexans (the "Beneficiaries"), up to a maximum nominal amount of four hundred thousand (400,000) euros, and
- (ii) the share capital increase reserved for Crédit Agricole Corporate and Investment Bank, making it possible to offer the employees of certain foreign subsidiaries of the Nexans group an employee shareholding transaction with an economic profile comparable to that mentioned in (i) above (the "**Alternative Offer**"), within the limit of a nominal amount of one hundred thousand (100,000) euros.

1. Framework of the share capital increase reserved for the Beneficiaries and the share capital increase reserved for Crédit Agricole Corporate and Investment Bank

Resolutions of the Shareholders' Meeting of May 15th, 2019

It is recalled that the Shareholders' Meeting of May 15th, 2019 delegated to the Board of Directors, with the option to sub-delegate to the Chief Executive Officer, the necessary powers to :

- *25th resolution* : resolve to increase the share capital by issuing shares reserved for eligible employees, corporate officers and retired employees who are members of a company savings plan, with cancellation of shareholders' preferential subscription rights in favor of the latter, up to a maximum nominal amount of 400,000 euros;
- *26th resolution* : to carry out a share capital increase in favor of a financial institution in order to offer the employees of certain of the Group's foreign subsidiaries an employee shareholding transaction on terms comparable to those provided for in the 25th resolution of the said Shareholders' Meeting, with cancellation of shareholders' preferential subscription rights in favor of the latter, up to a maximum nominal amount of 100,000 euros.

Resolutions of the Board of Directors on November 26th, 2019

Concerning the use of the delegation provided for in the 25th resolution of the Shareholders' Meeting of May 15th, 2019 :

- The Board of Directors resolved in principle to increase the share capital of the Company up to a maximum nominal amount of four hundred thousand (400,000) euros in favor of the Beneficiaries, in accordance with the provisions of Articles L.225-138-1 of the French Commercial Code and Articles L.3332-18 et seq. of the French Labor Code;
- For this purpose, the Board of Directors has delegated to the Chief Executive Officer all powers for the purpose of carrying out this share capital increase, and in particular :
 - set the opening and closing dates for subscriptions ;
 - set the issue price of the new shares, at least equal to the average of the prices quoted during the twenty (20) trading days preceding the date of the decision setting the opening date of the subscription period, less the maximum discount set by the Board of Directors;
 - record the completion of the share capital increases up to the amount of shares effectively subscribed;
 - more generally, to carry out all operations and formalities made necessary for the completion of the share capital increase.

Concerning the use of the delegation provided for in the 26th resolution of the Shareholders' Meeting of May 15th, 2019 :

- The Board of Directors resolved in principle to increase the Company's share capital by a maximum nominal amount of 100,000 euros to the benefit of a financial institution, subject to the condition precedent that Nexans enters into an option agreement with the financial institution that will be used to ensure the financial coverage (excluding social security contributions, tax levies and exchange rate effects) of the commitments made by Nexans Group companies participating in the Alternative Offer proposed under Act 2020 ;
- For this purpose, the Board of Directors has delegated to the Chief Executive Officer all powers for the purpose of carrying out this share capital increase, and in particular :
 - set the subscription date;
 - set the subscription price of the new shares in accordance with the conditions set by the Board of Directors;
 - record the completion of the share capital increase up to the amount of the shares effectively subscribed and make the corresponding amendments to the bylaws;
 - more generally, to carry out all operations and formalities made necessary for the completion of the share capital increase.

Resolutions of the Chief Executive Officer on October 16th, 2020

Consequently, and making use of the aforementioned delegations granted by the Board of Directors on November 26, 2019, the Chief Executive Officer, on October 16th, 2020 :

- set the dates of the subscription/withdrawal period, which was open from October 16th to 19th, 2020 (inclusive) ;

- noted that the Reference Price of a Nexans share under the Act 2020 offer was **46.80 euros**, i.e., the average of the opening prices of the Nexans share on Euronext during the twenty (20) trading days preceding the date of the decision setting the dates of the withdrawal/subscription period;
- set the subscription price for one Nexans share in the context of the Act 2020 offer made to members of the PEGF at **32.76 euros**, corresponding to the Reference Price less a 30% discount and rounded up to the nearest euro cent;
- set the subscription price for one Nexans share (a) within the framework of the Act 2020 offer carried out in favor of PEGI participants and (b) within the framework of the share capital increase reserved for Crédit Agricole Corporate and Investment Bank, at **37.44 euros**, corresponding to the Reference Price less a 20% discount and rounded up to the next euro cent.

By decision dated November 13th, 2020, the Chief Executive Officer acknowledged the completion of the share capital increases reserved for the Beneficiaries and Crédit Agricole Corporate and Investment Bank under the conditions set out above and made the corresponding amendment to Article 6 of the Company's bylaws.

2. Final terms of the share capital increase reserved for the Beneficiaries and the capital increase reserved for Crédit Agricole Corporate and Investment Bank

a. Terms and conditions of the share capital increase reserved for the Beneficiaries

- The shares are subscribed and held either directly or through company mutual funds, in accordance with the regulations and/or taxation applicable in the various countries of residence of the beneficiaries of the share capital increase.
- **Leveraged formula** : Employees subscribe for Nexans shares under a single, secure, leveraged subscription formula that allows employees to benefit from a guarantee of their payment in connection with the operation. In certain countries (i.e. Australia, China, Chile, South Korea, Italy, Japan, Greece, the United States and Sweden), the employees will be allocated a SAR (Stock Appreciation Right) by their employer, in the context of the Alternative Offer, the amount of which will be indexed in accordance with a formula comparable to the one proposed in the context of the leveraged formula.
- **Lock-up period**: Subscribers to the offer will have to keep the subscribed shares or the corresponding FCPE units for a period of five years, except in the event of an authorized early release event.
- **Reservation period**: The reservation period for the shares (at an unknown price), during which the Beneficiaries were able to formulate a subscription request, was open from September 4th to 17th, 2020 (inclusive).
- **Subscription/withdrawal period**: A subscription/withdrawal period for reservations made during the reservation period was open from October 16th to October 19th, 2020 (inclusive), after communication to the Beneficiaries of the Subscription Price.

At the end of the subscription/withdrawal period, the total number of shares to be subscribed for by the Beneficiaries, directly or through an FCPE, amounts to three hundred and ninety-nine thousand nine hundred and ninety-six (399,996) shares, including the contribution, taking into account the reductions and roundings applied according to the different subscription formulas.

- The number of shares to be issued in favor of the Beneficiaries by way of the contribution is eight thousand seven hundred and seventy-eight (8,778) shares. These shares have been issued and paid up by incorporation into the Company's share capital of the sum of eight thousand seven hundred and seventy-eight (8,778) euros taken from the "share premium" account.
- **Subscription price for the benefit of PEGF members:** The unit subscription price of the shares is thirty-two euros and seventy-six cents (32.76).
- **Subscription price for the benefit of PEGI members:** The unit subscription price of the shares is thirty-seven euros and forty-four cents (37.44).
- **Other characteristics of the shares issued:** The new shares issued are Nexans ordinary shares of the same class as the Nexans shares already admitted to trading on the regulated market of Euronext Paris and are immediately comparable to the existing Nexans shares. They will be traded under the same ISIN code as the existing Nexans shares, i.e. FR0000044448. These shares shall carry dividend rights with effect from the date of the capital increase.

b. Terms and conditions of the capital increase reserved for Crédit Agricole Corporate and Investment Bank

- **Beneficiary:** The shares will be subscribed for by Crédit Agricole Corporate and Investment Bank, a credit institution in the form of a public limited company with its registered office at 12 Palace des Etats-Unis, CS 70052 - 92547 Montrouge, registered with the Nanterre Trade and Companies Registry under number 304 187 701.
- **Total number of shares to be issued :** The total number of shares to be subscribed for by Crédit Agricole Corporate and Investment Bank (rounded up to the next whole number) is equal to five (5) times the total number of NEXANS shares that the participating employees of the NEXANS Entities in Australia, China, Chile, South Korea, Italy, Japan, Greece, the United States and Sweden, will have subscribed for directly or through an FCPE in the framework of the Alternative Offer (after any reduction in accordance with the reduction rules provided for in the Act 2020 Plan).

At the end of the subscription/withdrawal period and taking into account the subscriptions in the countries participating in the Alternative Offer via the allocation of SARs, the total number of shares to be subscribed for by Crédit Agricole Corporate and Investment Bank is ninety-nine thousand six hundred and twenty-five (99,625) shares.

- **Subscription Price within the framework of the capital increase reserved for Crédit Agricole Corporate and Investment Bank:** The unit subscription price of the shares is thirty-seven euros and forty-four cents (37.44).
- **Other characteristics of the shares issued:** The new shares issued are Nexans ordinary shares of the same class as the Nexans shares already admitted to trading on the regulated market of Euronext Paris and are immediately comparable to the existing Nexans shares. They will be traded under the same ISIN code as the existing Nexans shares, i.e. FR0000044448. These shares shall carry dividend rights with effect from the date of the capital increase.

These transactions resulted in a total increase in the nominal amount of the share capital of 499,621 euros by issuing 499,621 new shares and by recording an issue premium of 16,990,496.70 euros.

3. Theoretical impact of the capital increase reserved for the Beneficiaries and of the capital increase reserved for Crédit Agricole Corporate and Investment Bank on the shareholder's position

On the basis of the share capital at June 30th, 2020, i.e. forty-three million six hundred and six thousand three hundred and twenty (43,606,320) shares, the impact of the issue on the shareholding of a shareholder holding 1% of Nexans' share capital prior to the issue and not subscribing to this issue is as follows:

| | Shareholder participation in % | |
|---|--------------------------------|--------------------------------|
| | On a non-diluted basis | On a diluted base ¹ |
| Before issue of the 499,621 new shares resulting from the share capital increase reserved for the Beneficiaries and in favor of Crédit Agricole Corporate and Investment Bank | 1 % | 0.9830 % |
| After issue of the 499,621 new shares | 0.9886 % | 0.9719 % |

4. Theoretical impact of the capital increase reserved for the Beneficiaries and the capital increase reserved for Crédit Agricole Corporate and Investment Bank on the share of consolidated shareholders' equity

On the basis of consolidated shareholders' equity attributable to equity holders of the parent as shown in the consolidated financial statements at June 30th, 2020 (i.e. 1.058 billion euros), the impact of the issue on the share of equity attributable to equity holders of the parent for the holder of a Nexans share prior to the issue and not subscribing to the issue is as follows:

| | Share of consolidated shareholders' equity as of June 30th, 2020 (in euros) | |
|---|---|--------------------------------|
| | On a non-diluted base | On a diluted base ² |
| Before issue of the 499,621 new shares resulting from the share capital increase reserved for the Beneficiaries and in favor of Crédit Agricole Corporate and Investment Bank | 24.53 euros | 24.11 euros |
| After issue of the 499,621 new shares | 24.65 euros | 24.23 euros |

5. Theoretical impact of the capital increase reserved for the Beneficiaries and the capital increase reserved for Crédit Agricole Corporate and Investment Bank on the market value of Nexans shares

The theoretical impact of the issue of the 490,843 shares (contribution shares not taken into account) at the issue price on the stock market value of the share is calculated as follows :

¹ i.e. share capital (before the impact of the 2020 Act) comprising 43,886,429 shares as of June 30th, 2020 on a fully diluted basis, taking into account 747,508 free shares and performance shares (assuming maximum performance) granted but not definitively vested at that date.

² i.e. share capital (before the impact of the 2020 Act) composed of 43,886,429 shares as of June 30th, 2020 on a fully diluted basis, taking into account 747,508 free shares and performance shares (assuming maximum performance) granted but not definitively vested at that date.

Share price before transaction = average of the 20 opening share prices of Nexans shares before the issue price was set (calculated as the average of the opening share prices between September 18, 2020 and October 15th, 2020, inclusive). This price is 46.80 euros.

Theoretical share price after operation = ((average of the last 20 opening share prices before operation x number of shares before operation) + (issue price x number of new shares)) / (number of shares before operation + number of new shares).

The issue price of the reserved capital increases is set at 32.76 euros for 191,415 shares and 37.44 euros for 299,428 shares.

Based on these assumptions, the theoretical market value of the post-trade share would be 46.67 euros.

It is specified that this theoretical approach is purely indicative and in no way prejudices the future evolution of the share.

This report, together with the additional report of the Company's Statutory Auditors, will be made available to shareholders at the Company's registered office and will be brought to the attention of shareholders at the next shareholders' meeting.

Courbevoie, on December 17th, 2020

The Board of Directors